

# Exhibit 1

# Exhibit A

CONFIDENTIAL

Page 1

1                   UNITED STATES DISTRICT COURT  
2                   SOUTHERN DISTRICT OF TEXAS  
3                   HOUSTON DIVISION

4                  IN RE ALTA MESA                   \$   CASE NO. 4:19-CV-00957  
5                  RESOURCES, INC.                   \$  
6                  SECURITIES LITIGATION              \$

7                   \*\*\*CONFIDENTIAL\*\*\*  
8

9                   REMOTE AND VIDEOTAPED DEPOSITION OF  
10                  WILLIAM WALLACE McMULLEN

11                  JUNE 6, 2023

12  
13                  REMOTE AND VIDEOTAPED DEPOSITION OF WILLIAM  
14                  WALLACE McMULLEN, produced as a witness at the  
15                  instance of the Plaintiff and duly sworn, was taken  
16                  in the above styled and numbered cause on Tuesday,  
17                  June 6, 2023, from 8:37 a.m. to 10:37 p.m., before  
18                  TAMARA CHAPMAN, CSR, RPR-CRR in and for the State of  
19                  Texas, reported remotely by computerized stenotype  
20                  machine in Austin, Texas, pursuant to the Federal  
21                  Rules of Civil Procedure and any provisions stated  
22                  on the record herein.



CONFIDENTIAL

Page 110

20           Q.     When the -- the business combination  
21     closed in February of 2018, what -- what  
22     consideration did Bayou City receive as a result of  
23     its investments in -- in High Mesa?

24           A.     We received stock in AMR.

25           Q.     How much stock did it receive?

CONFIDENTIAL

Page 111

1           A.    We received 100 percent stock  
2 consideration. So it must have been approximately  
3 that \$701 million worth of AMR stock.

4           Q.    At -- was that at the -- the \$10 per  
5 share price?

6           A.    I believe so, yes.

7           Q.    So it was probably 70.1 million shares of  
8 Alta Mesa Resources' stock?

9           A.    That -- that would be my best guess, yes.

10          Q.    Did Alta Mesa receive -- or excuse me --  
11 not Alta Mesa. Did Bayou City Energy receive any  
12 cash consideration as a result of the business  
13 combination?

14          A.    We did not.

15          Q.    There -- there was some cash that flowed  
16 to Kingfisher Midstream as a result of the business  
17 combination. Correct?

18          A.    That's correct.

19          Q.    And -- and did some of that cash flow to  
20 High Mesa as a partial owner of Kingfisher  
21 Midstream?

22          A.    Yes, it did.

23          Q.    Do you recall how much cash flowed to  
24 High Mesa -- High Mesa, Inc. as a result of the  
25 business combination?

CONFIDENTIAL

Page 112

1           A.     I don't recall. It was material.

2     Hundreds of millions.

3           Q.     Was -- was any of that cash distributed  
4     to BCE as a -- as an owner of Kingfisher midstream  
5     through its High Mesa, Inc. investments?

6           A.     Zero.

7           Q.     Do you recall who it was distributed to?

8           A.     Yes. High -- Highbridge, HPS, and ARM.

9           Q.     Do you recall the dollar value of the  
10    cash that flowed through to Highbridge slash HPS?

11          A.     I -- I -- I don't know exactly. It was  
12    hundreds of millions.

13          Q.     What about for -- for ARM Energy? Any  
14    recollection of the cash consideration that flowed  
15    through to ARM Energy?

16          A.     No, but it -- no, but it was hundreds of  
17    millions.

18          Q.     Anyone else other than -- that Highbridge  
19    slash HPS or ARM Energy that -- that took out cash  
20    from the -- the Kingfisher midstream side of the  
21    equation to the best of your recollection?

22                   MR. YOUNG: Objection, form of the  
23    question.

24          A.     Not to my knowledge.

25          Q.     Do you recall that there was cash --

CONFIDENTIAL

Page 113

1 excuse me -- cash consideration to Alta Mesa  
2 Holdings as a result of the business combination?

3 A. I don't believe so, but I can't -- I  
4 can't recall.

5 Q. Suffice to say if there was any cash --  
6 cash consideration of Alta Mesa Holdings, none of it  
7 flowed through to BCE?

8 A. That's correct.

9 Q. The -- excuse me. The business  
10 combination was announced in August of 2017. Right?

11 A. I believe that's right, yes.

12 Q. And it ultimately closed in February  
13 of 2018. Correct?

14 A. Yes.

15 Q. Over the course of those few months from  
16 August of '17 to February of 2018, was Bayou City  
17 expecting to receive cash from the business  
18 combination?

19 A. No. From the outset of our negotiations  
20 with Silver Run, Bayou City intended to roll  
21 100 percent of its equity into the public company  
22 fully aligning ourselves with the public  
23 shareholders.

24 Q. Did -- did Bayou City have -- have plans  
25 to liquidate its shares in Alta Mesa Resources after

CONFIDENTIAL

Page 114

1 the business combination?

2 A. Not at all. And, in fact, we ended up  
3 buying more shares on the open market at some point  
4 before the company went bankrupt.



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Page 116

[REDACTED]  
[REDACTED]  
[REDACTED]





CONFIDENTIAL

Page 143







CONFIDENTIAL

Page 246

6 and projections and be able to assess that. We were  
7 a shareholder, along with public shareholders, and  
8 we were all investing together in the public  
9 enterprise. And this really was my early days of  
10





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Page 315

1 (Exhibit 565 was marked.)

2           A.       I'm sorry, Mr. Browne, which exhibit do  
3 you want me on?

4 Q. It should be numbered 565?

5 A. I've got that.

6 Q. Take a look at that then. And while you  
7 do that, for the record, Exhibit 565 is a two-page  
8 email chain. The first page in the exhibit is  
9 Bates-stamped BCEM\_0126564. The -- the last part of  
10 that chain or the most-recent-in-time part of the  
11 chain is from Mark Stoner to you, Mr. McMullen, it's  
12 dated March 26th of 2018.

A. Yep. I've -- I've looked at this.

Q. Is Exhibit 565 familiar to you?

15 A. It is.

16 | Q. What is Exhibit 565?

A horizontal bar chart illustrating the percentage of children aged 0-17 years with mental health conditions. The y-axis lists ten categories, each preceded by a blue square icon. The x-axis represents the percentage, ranging from 0% to over 50%. The bars show varying percentages for each category.

Category	Percentage (%)
1	~52%
2	~52%
3	~35%
4	~52%
5	~35%
6	~52%
7	~52%
8	~52%
9	~35%
10	~52%

CONFIDENTIAL

Page 316

CONFIDENTIAL

Page 317

THE DEFENDANTS: Object to form.

## 2 Objection to form.

The figure is a horizontal bar chart with 1000 blue bars. The x-axis is labeled 'Sample' and ranges from 1 to 1000. The y-axis is labeled 'Category' and ranges from 1 to 10. The bars are arranged such that each bar's position corresponds to its sample index and its length corresponds to its category index. For example, the first bar (sample 1) is at category 1, the second bar (sample 2) is at category 2, and so on. The bars are grouped by category, with category 1 having the most bars (approximately 100) and category 10 having the fewest (approximately 10).

21 Q. Do you have an understanding of who was  
22 responsible for providing KFM connections that were  
23 used in the -- the proxy that was filed in January  
24 of 2018?

**THE DEFENDANTS:** Object to form.

CONFIDENTIAL

Page 318

1                   Objection to form.

2         A.     Now, you said KFM connections? Did you  
3 mean something else?

4         Q.     If I said connections, I meant  
5 projections.

6         A.     Okay.

7         Q.     Who was responsible for providing KFM  
8 EBITDA projections that were presented in the proxy  
9 that was filed in January of 2018?

10                   THE DEFENDANTS: Objection; form.

11                   Object to form.

12         A.     No.

13         Q.     Okay. It wasn't -- it wasn't ARM Energy?

14                   THE DEFENDANTS: Objection; form.

15                   Object to form.

16         A.     I'm sure they had a say in it given that  
17 they were the management team of Kingfisher  
18 Midstream.

19         Q.     Do you think HPS had a say in it?

20                   THE DEFENDANTS: Objection; form.

21                   Object to form.

22         A.     I'm not sure.

23         Q.     And ultimately you -- you said the -- I  
24 think you testified to the -- the effect that the  
25 proxy was kind of shepherded by Alta Mesa

CONFIDENTIAL

Page 319

1 management. Correct?

2 THE DEFENDANTS: Objection; form.

3 Object to form.

4 Object to form.

5 A. I'm not sure I said the proxy. The  
6 negotiation were certainly shepherded by Alta Mesa  
7 and KFM management.

8 Q. The proxy was ultimately filed by Silver  
9 Run II. Right?

10 A. That's --

11 THE DEFENDANTS: Object to form.

12 A. That's correct. They were at the proxy.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

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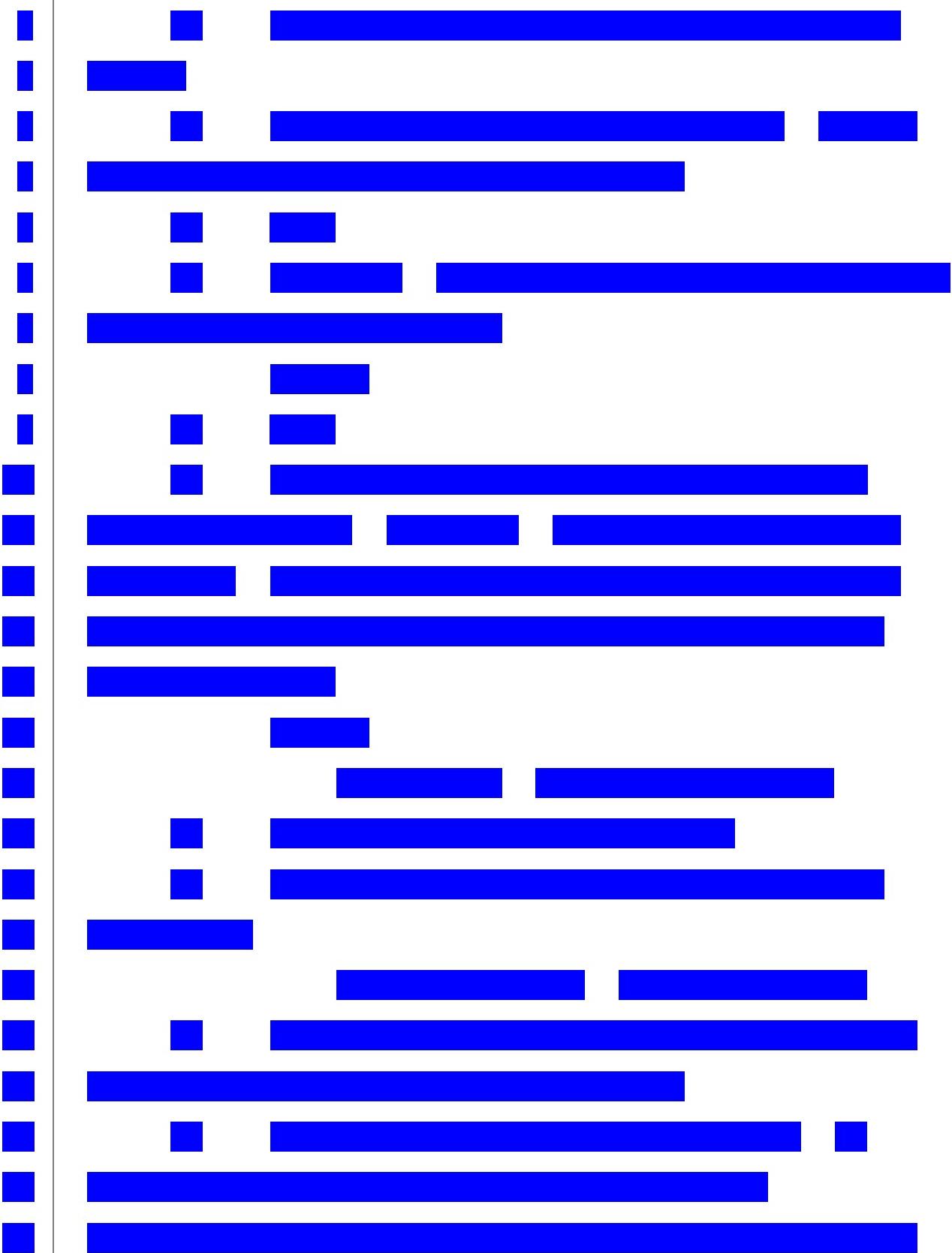
[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

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Page 320



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Page 321

CONFIDENTIAL

Page 322

A horizontal bar chart consisting of 15 blue bars of varying lengths. The bars are arranged from top to bottom in descending order of length. The distribution is highly skewed, with most bars being relatively short. There are several outliers with very long bars.

Position	Length (approx.)
1	Very Long
2	Very Long
3	Medium
4	Very Long
5	Medium
6	Very Long
7	Medium
8	Very Long
9	Medium
10	Very Long
11	Medium
12	Very Long
13	Medium
14	Very Long
15	Very Long

17 Q. Do you think it was Bayou City's  
18 responsibility to adjudicate the KFM projections?

**THE DEFENDANTS:** Objection to form.

## 20 Object to form.

21           A.       No, as I said before, Bayou City didn't  
22 have a role with KFM.  We weren't investors in KFM.  
23 We didn't sit on the board of KFM.  We didn't have  
24 any governance of KFM, either before the de-SPAC or  
25 after the de-SPAC.

CONFIDENTIAL

Page 323



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Page 324



CONFIDENTIAL

Page 326

5           Q.     And is it fair to say you, I guess,  
6 communicate much the same message to Mr. Hackett  
7 about being frustrated about how things were turning  
8 out for KFM?

9                         THE DEFENDANTS: Objection; form.  
10                  Objection to form.

11           A.     Yes. I -- I stated that the  
12 reforecasting of KFM's projections was news to me.

13           Q.     You called it disheartening. Right?

14           A.     I did.





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Page 349

CONFIDENTIAL

Page 350



# Exhibit D

Message

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**From:** Cyndhia Lasso [/O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=ECB55CD8F3914813856A7D6F2CB1D5D6-CYNDHIA]  
on behalf of William McMullen [/O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=92634123CC14477589C0D24273D22C8A-WILL]  
**Sent:** 8/22/2018 5:52:07 PM  
**To:** Cyndhia Lasso [cyndhia@bayoucityenergy.com]; William McMullen [will@bayoucityenergy.com]  
**Subject:** AMR Second Quarter Review  
**Attachments:** AMR 2Q18 Update.pdf

Dear BCE Limited Partner,

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Warm regards,  
The BCE Team

**William W. McMullen** | Managing Partner  
Bayou City Energy | [www.bayoucityenergy.com](http://www.bayoucityenergy.com)  
1201 Louisiana Street, Suite 3308 | Houston | TX | 77002  
O: 713.400.8210 | C: 832.385.0859 | E: [will@bayoucityenergy.com](mailto:will@bayoucityenergy.com)